FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008 Estimated average burden

hours per form.....16.00

1274375

Name of Offering (check if this is an ar	mendment and name has changed	. and indicate ch	inge.)			
Series D Preferred Stock						
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 503	X	Rule 506	Section 4(6)	☐ ULOE
Type of Filing:	2	New Filing			Amendment	
	A. BASIC	IDENTIFICAT	ION DATA			/
Enter the information requested about	t the issuer					
Name of Issuer (check if this is an ame	ndment and name has changed, a	nd indicate chan	ge.)			
IntelliDOT Corporation						
Address of Executive Offices	(Number and Street	et, City, State, Zi	Code) Tele	phone Number (Including Area Cod	le)
13520 Evening Creek Drive North, Suite	e 400, San Diego, CA 92128		,	3) 746-3100		
Address of Principal Business Operations (fit different from Executive Offices)	(Number and Street, City, State, 7	Lip Code)	Tele	phone Number (Including Area Cod	PROCESSED
Brief Description of Business Medical technology company			<u> </u>			MAR 2 3 2007
Type of Business Organization						THOMSON
■ corporation	☐ limited partnership, already t	formed			other (please speci	FINANCIAL
☐ business trust	☐ limited partnership, to be for	med				
Actual or Estimated Date of Incorporation	or Organization:	Month 1	<u>Year</u> 200 0		l Actual	□ Estimated
Jurisdiction of Incorporation or Organization	on: (Enter two-letter U.S. Pos CN for Canada; FN for of					DE

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years:
 - · Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer:
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	X Director	General and/or Managing Partner
Full Name (Last Klopack, Thom	name first, if individual)				
	dence Address (Number and Creek Drive North, Suite 40				
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last Kunhart, John	name first, if individual)				
	dence Address (Number and Slvd., Suite 212, Roseville, Ca				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	▼ Director	General and/or Managing Partner
Craddock, Pete					
675 Mariners I		Street, City, State, Zip Code) San Mateo, California 94404			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	☐ General and/or Managing Partner
Allen, Dick	name first, if individual)				
1 Thunderbird	idence Address (Number and S Drive, Newport Beach, CA.	92660			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Swenson, David					
13520 Evening	idence Address (Number and : Creek Drive North, Suite 40				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Feiner, Susan I					
13520 Evening	idence Address (Number and S Creek Drive North, Suite 40	0, San Diego, CA 92128			
Check Boxes that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Steusloff, Patri					
13014 Olmeda	idence Address (Number and : Court, San Diego, CA 92128	-			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
American Rive	name first, if individual) r Ventures I, L.P.				
	idence Address (Number and Blvd., Suite 212, Roseville, Ca				
		1			· · · · · · · · · · · · · · · · · · ·

Check Box(es) that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Shoreline Vent	name first, if individual) ure Partners II, L.P.				
	idence Address (Number and sland Boulevard, Suite 109,				
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last Menlo Venture	name first, if individual)				
	idence Address (Number and Road, Building 4, Suite 100,	- •			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Kim Rubin	t name first, if individual)				
	idence Address (Number and : e Ave., Menlo Park, CA 9402	•			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner ■ Compare the second of the second o	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last Keith Blei	t name first, if individual)				
	idence Address (Number and ad, Oakland, CA 94602	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Doug Carlisle	t name first, if individual)				
	idence Address (Number and :	,			
Check Boxes	Road, Building 4, Suite 100. Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or
that Apply: Full Name (Las	(name first, if individual)				Managing Partner
Gerald Forth					
	idence Address (Number and Creek Road, Healdsburg, C				
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner ■ Compare the second of the second o	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Integral Capita	t name first, if individual) al Partners VII, L.P.		*****		
	sidence Address (Number and Road, Building 3, Suite 240	· · · · · · · · · · · · · · · · · · ·			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
	t name first, if individual)				
Roof, William,					<u>-</u>
	sidence Address (Number and Creek Drive North, Suite 40				
Check Box(es) that	Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Apply: Full Name (Las	t name first, if individual)				
Robert William	nsen				
		Street, City, State, Zip Code)			
13520 Evening	Creek Drive North, Suite 40	JU, San Diego, CA 92128			

Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
	t name first, if individual) artners III, L.P.				
	idence Address (Number and Blvd. Suite 194, Corte Mad				
Check Box(es) that Apply:	☐ Prometer	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
,	t name first, if individual) Partners HIC, L.P.		n 11		
Business or Res	idence Address (Number and a Blvd. Suite 194, Corte Mad				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Las Guthrie, Mike	t name first, if individual)				
	idence Address (Number and Creek Drive North, Suite 40				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			· ·
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)		·		
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)		· · · · · · · · · · · · · · · · · · ·	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				
Business or Re	sidence Address (Number and	Street, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Las	t name first, if individual)				· ·
Business or Re	sidence Address (Number and	Street, City, State, Zip Code)			
Check	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Box(es) that Apply:					Managing Partner
Full Name (Las	t name first, if individual)				
Business or Re	sidence Address (Number and	Street, City, State, Zip Code)			

					В.	INFORM	ATION AB	OUT OFFE	RING				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2. if filing under ULOE.										Yes No) <u>X</u>	
2.	What is th	e minimum i	nvestment th	at will be ac	cepted from	n any indivi	dual?	······································		***************************************		\$	N/A
3.	Does the o	offering perm	it joint owne	rship of a si	ngle unit?			,*,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	.>44>+4			Yes No	o <u>X</u>
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
NO	T APPLIC	ABLE											
Full	Name (Las	t name first,	if individual)									
Bus	iness or Re	sidence Addr	ess (Number	and Street,	City, State,	Zip Code)							
Nar	ne of Assoc	iated Broker	or Dealer										
Stat	tes in Which	Person Listo	ed Has Solici	ited or Inten	ds to Solici	Purchasers							
(Ch	eck "All Sta	ites" or check	k individual :	States)			·	*****************					All States
[AI.	.]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	r)	[NE]	[NV]	(NH)	[NJ]	[NM]	[NY]	[NC]	[ND]	[0H]	[OK]	[OR]	[PA]
[RI	}	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	l Name (Las	t name first,	if individual)									
				· · · · · · · · · · · · · · · · · · ·									
Bus	siness or Re	sidence Addr	ess (Number	and Street,	City, State,	Zip Code)							
Nai	ne of Assoc	iated Broker	or Dealer									-	
Sta	tes in Which	Person Liste	ed Has Solie	ited or Inten	ds to Solici	Purchasers							
(Ch	eck "All St	ites" or checl	k individual	States)						***************************************			All States
[Al	- l	[AK]	[AZ]	[AR]	[CA]	[CO]	(CT)	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IIL		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	Tì	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	{UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Ful	l Name (Las	t name first.	if individual)						_			
Bus	siness or Re	sidence Addr	ress (Number	and Street,	City, State,	Zip Code)							
Nar	me of Assoc	iated Broker	or Dealer										
S.	toe in Whi d	Dames - Live	ad Has Call	thad on I-1	da ta C-U	Dumb							
		1 Person List ates" or checl											□ All C+-+
								[DE)	LDC1	[t21.)	ICAL	(111)	All States
[AI		(AK)	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	(ID)
[IL] [M]		(IN)	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
-	-	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI	I	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." transaction is an exchange offering, check this box | and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Amount Already Aggregate Offering Price Sold Debt 10,000,000.00 Equity 10,000,000.00 ✓ Preferred Common Convertible Securities (including warrants). Partnership Interests..... Other (Specify _____) \$ __10,000,000.00 10,000,000.00 Total Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases Accredited Investors 10,000,000.00 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Dollar Amount Type of Security Sold Type of Offering Rule 505..... Regulation A..... Rule 504 Total.....

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Printing and Engraving Costs
Legal Fees
Accounting Fees
Engineering Fees
Sales Commissions (specify finders' fees separately)
Other Expenses (Identify)
Total

Transfer Agent's Fees

ш	\$ <u></u>	
	\$	
×	s	50,000.00
	\$	
	\$	
	\$	

	E. STA	TE SIGNATURE						
1. Is any pa	. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?							
	See Appendix, C	olumn 5, for state response.						
	rsigned issuer hereby undertakes to furnish to the state adminis s as required by state law.	trator of any state in which the notice is filed, a notice on Form D	(17 CFR 2	39.500) at				
3. The unde	rsigned issuer hereby undertakes to furnish to any state administr	ators, upon written request, information furnished by the issuer to of	fferees.					
(ULOE)	4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.							
The issuer has person.	read this notification and knows the contents to be true and ha	as duly caused this notice to be signed on its behalf by the unders	igned duly	authorized				
Issuer (Print o	Type)	Signature	Date					
IntelliDOT C	orporation	Susoletien	March <u>6</u> ,	2007				
Name (Print o	Type)	Title (Print or Type)						
Susan E. Feir	er	Chief Financial Officer						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

C. OFFERING PRICE, NUMBER OF I	VESTORS, EXPENSES AND USE OF PROCEEDS	
 Enter the difference between the aggregate offering price given in response to Part C – Question 4.a. This difference is the "adjusted" 	sponse to Part C - Question 1 and total expenses furnished gross proceeds to the issuer"	\$ 9,950,000.00
5. Indicate below the amount of the adjusted gross proceeds to the issuer us If the amount for any purpose is not known, furnish an estimate and c payments listed must equal the adjusted gross proceeds to the issuer set for	heck the box to the left of the estimate. The total of the	
	Payment to Officers,	Payment To
Salaries and fees	Directors, & Affiliates	Others
Purchase of real estate		□ s
		□ s
Purchase, rental or leasing and installation of machinery and equipment	-	□ s
Construction or leasing of plant buildings and facilities	□ s	□ \$
Acquisition of other businesses (including the value of securities involved in in exchange for the assets or securities of another issuer pursuant to a merger).		□ s
Repayment of indebtedness		D s
Working capital		× 9,950,000.00
Other (specify):	□ s	□ s
		· · · · · · · · · · · · · · · · · · ·
Column Totals		□ s
	- v <u>0,00</u>	5 9,950,000.00
Total Payments Listed (column totals added)	Æ \$9	<u>,950,000,00</u>
D. FEDI	ERAL SIGNATURE	· · · · · · · · · · · · · · · · · · ·
The issuer had duly caused this notice to be signed by the undersigned duly as an undertaking by the issuer to furnish to the U.S. Securities and Exchange Conon-accredited investor pursuant to paragraph (b)(2) of Rule 502.	uthorized person. If this notice is filed under Rule 505, the formmission, upon written request of its staff, the information	ollowing signature constitutes furnished by the issuer to any
Issuer (Print or Type)	Signature	Date
IntelliDOT Corporation	Susant Freme	March <u>6,</u> 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Susan E. Feiner	Chief Financial Officer	

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	'			APPENDIX					
1	'	2	3		4				5
	to non- investo	nd to sell accredited rs in State B-Hem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investo amount purchased (Part C-Item	r and in State 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted (Part E-Item 1)	
State	Yes	No	Series C Preferred Stock	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK						<u> </u>			
AZ						 			
AR									
CA		Х	\$9,900,000.00	15	\$9,900,000.00	0			Х
СО									
CT									
DE					-				
DC									
FL									
GA								<u> </u>	
HI									
ID		<u> </u>							
IL						<u> </u>			
IN									
ĪΑ						 	<u> </u>		
KS		Х	\$50,000,00	1	\$50,000.00	0			Х
KY									
LA									<u> </u>
ME	-					1			
MD			1			1			
MA								1	
МІ									
MN									
MS									
МО									

Type of security and aggregate to tonon-accredited investor in State Type of investor and state U.G.E if yes, and aggregate to tonon-accredited investor in State Type of investor and state U.G.E if yes, and aggregate to the state of				•	APPENDIX					
Intered to self on non-servefited investors in State Open Calena	1		2	3	·	4			5	
No. No. Series C Preferred Number of Accredited Investors No. No.		to non- investo	accredited rs in State	and aggregate offering price offered in state	ar	nount purchased	l in State		State ULOE (if yes, attach explanation of waiver granted (Part E-	
NE	State	Yes	No		Accredited	Amount	Non- Accredited	Amount	Yes	No
NV NH NH NI NM NM NY NC ND OH OK OR PA RI SC SD TN TX UT VT VT VA WA WA WY WY WI NY NO NO NO NO NO NO NO NO NO	MT								-	
NH NI	NE		х	\$50,000.00	t	\$50,000.00	0			Х
NM	NV					 				
NM	NH									
NY NC ND OH OH OK OR PA RI SC SD TN TX UT VF VA WA WA WY WI WY	ŊJ									
NC ND OH OK OR	NM					†				
ND OH OH OK OR OR PA RI SC SD TN TX UT VT VA WA WA WA WY WI WY WI WY	NY				<u> </u>	 		· · · · · · · · · · · · · · · · · · ·		
OH OK OK OR	NC									
OK OR	ND									
OR PA RI SC SD SD TN SD UT VT VA VA WA WV WI WY	ОН									
PA RI SC SD TN SD TX SD UT SD VY SD WA SD WA SD WA SD WY <	ОК									
RI	OR									
SC	PA									
SD TN TX TX UT TX VT TX VA TX WA TX WY TX	RI									
TN	SC									
TX	SD						 			
UT	TN									
VT	TX			1		-				
VA WA WA WY WI WY	UT									
WA WV WI WY	VT	-								
WI WY	VA			1						
WI WY	WA									
WY	wv	1		1						
	WI		 							
PR PR	WY						-			
	PR			1						

